STANDARDS OF CONDUCT COMPLIANCE PROCEDURES

JANUARY 26, 2010
(SUPERSEDES AND REPLACES STANDARDS OF CONDUCT PROCEDURES,
DATED NOVEMBER 1, 2009)

Enbridge Offshore (Gas Transmission) L.L.C. owns the following pipelines, either totally or in partnership with others: Stingray Pipeline Company, L.L.C. ("Stingray"), Garden Banks Gas Pipeline, LLC ("Garden Banks"), Nautilus Pipeline Company, L.L.C. ("Nautilus"), Mississippi Canyon Gas Pipeline, LLC ("Mississippi Canyon") and Enbridge Offshore Pipelines (UTOS) L.L.C. ("UTOS"). This document establishes the procedures ("Compliance Procedures") that these interstate natural gas pipelines ("Transmission Providers") have instituted in compliance with the Federal Energy Regulatory Commission's ("Commission") Order No. 717 adopting revised standards of conduct ("Standards of Conduct").

Pursuant to Section 358.7(d) of the Commission's regulations, Transmission Providers have posted these Compliance Procedures on their Internet websites. Pursuant to Section 358.8 (b)(2), Transmission Providers have distributed the written procedures to all its transmission function employees, marketing function employees, officers, directors, supervisory employees, and any other employees likely to become privy to transmission function information.

Pursuant to Section 358.8(c)(1), Transmission Providers will train transmission function employees, marketing function employees, officers, directors, supervisory employees, and any other employees likely to become privy to transmission function information, including contract personnel, regarding implementation of, and compliance with, the Standards of Conduct by December 27, 2008. New employees, including new contract personnel, receive training within 30 days of their employment. Employees, including contract personnel, have been and will continue to be required to complete either a live training class or a computer-based training program. Employees completing the live training have executed a certificate indicating that the employee has undergone training required by the Standards of Conduct. The computer-based training program, upon completion, automatically generates a record indicating that the relevant employee has undergone training regarding the Standards of Conduct. Transmission Providers maintain these records in their files. All of Transmission Providers' employees, including contract personnel, have been directed to comply with the Standards of Conduct to the fullest extent.

As Transmission Providers' Chief FERC Compliance Officer ("Compliance Officer"), Tamara Meyer is responsible for implementation of and compliance with the Standards of Conduct.

I. Compliance Procedures – Non-discrimination requirements
(18 C.F.R. § 358.4(a)-(d))

1. Transmission Providers strictly enforce all tariff provisions relating to the sale or purchase of open access transmission service, if the tariff provisions do not permit the use of discretion.

2. Transmission Providers apply all tariff provisions relating to the sale or purchase of open access transmission service in a fair and impartial manner that treat all transmission customers in a non-discriminatory manner, if the tariff provisions permit the use of discretion.

3. Transmission Providers do not, through their tariffs or otherwise, give undue preference to any person in matters relating to the sale or purchase of transmission service (including, but not limited to, issues of price, curtailments, scheduling, priority, ancillary services, or balancing).

4. Transmission Providers process all similar requests for transmission in the same manner and within the same period of time.

5. Pursuant to 18 C.F.R. § 358.7(i), Transmission Providers post on their websites notice of each waiver of a tariff provision that they grant in favor of an affiliate, unless such waiver has been approved by the Commission. The postings are made within one business day of the act of a waiver. Transmission Providers also maintain a log of the acts of waiver that is available to the Commission upon request. The records are kept for a period of five years from the date of each act of waiver.

6. Transmission Providers have designated one or more employees who are responsible for tracking waiver information, for posting waiver information in a timely manner and for updating and maintaining the waiver log.

II. Compliance Procedures – Independent Functioning Rule
(18 C.F.R. § 358.5(a)-(b))

1. Transmission Provider's transmission function employees function independently from its marketing function employees except for emergency situations as permitted by the Standards of Conduct.

    a. Transmission Providers have identified all of their transmission function employees and marketing function employees by requesting information on existing job duties from the business unit directors who have operational knowledge regarding day-to-day requirements of the various positions. Some of these positions have been reclassified due to changes as promulgated in Order 717.

2. Transmission Providers do not permit their marketing function employees to conduct transmission functions.

3. Transmission Providers do not permit their marketing function employees to have access to the system control center or similar facilities used for transmission function operations that differs in any way from the access available to other transmission customers.

    a. Security devices have been installed to prevent marketing function employees from having access to or otherwise viewing transmission function information inside the Interstate Gas Control Center.

    b. Interstate Gas Control Center data or other information is not broadcasted, disseminated, or otherwise made available or accessible to marketing function employees.

4. Transmission Providers do not permit their transmission function employees to conduct marketing functions.

    a. However, Transmission Providers permit transmission function employees to buy and sell gas for operational reasons, including balancing fuel usage, to effectuate cashouts and deplete or replenish line pack. Since these operational sales do not fall under the definition of "marketing functions," Transmission Providers have no employees engaged in a marketing function as defined by the Standards of Conduct.

III. **Compliance Procedures – No Conduit Rule** (18 C.F.R. § 358.6(a)-(b))

1. Transmission Providers do not use anyone as a conduit for the disclosure of non-public transmission function information to its marketing function employees.

    a. In order to ensure effectuation of this policy, Transmission Providers have trained all transmission function employees, marketing function employees, officers, directors, supervisory employees, and any other employees likely to become privy to transmission function information regarding the Standards of Conduct. Marketing function employees do not have access to transmission function information.

2. An employee, contractor, consultant, or agent of a transmission provider and an employee, contractor, consultant, or agent of an affiliate of a transmission provider that is engaged in marketing functions do not disclose non-public transmission function information to any of the Transmission Provider's marketing function employees.

3. Transmission Providers instruct their employees not to share transmission, customer, or market information with any marketing function employee and not to act or to use any person as a conduit of any such information to any marketing function employee.

   a. In order to ensure effectuation of this policy, Transmission Providers have trained all relevant employees, contractors, consultants, and agents regarding the Standards of Conduct. Marketing function contractors, consultants, and agents do not have access to transmission function information. As a part of training, employees are provided the Compliance Officer's contact information and are encouraged to contact her with any questions regarding the disclosure of information or the Standards of Conduct generally.

IV. **Compliance Procedures – Transparency Rule** (18 C.F.R. § 358.7(a)-(i)

A. Contemporaneous disclosure

1. Transmission Providers instruct their employees not to share non-public transmission function information ("Protected Information") with any marketing function employees and not to act or to use any person as a conduit to disclose Protected Information to any marketing function employees. By completing the training program, each employee affirms his or her understanding of the Standards of Conduct and the requirement not to act as a conduit for sharing Protected Information with any marketing function employees.

2. Transmission Providers instruct their employees not to share non-public transmission customer information, critical energy infrastructure information (CEII), or any other information the Commission by law has determined to be subject to limited dissemination (Collectively, "Protected Customer Information"), with any marketing function employees and not to act or to use any person as a conduit to disclose Protected Customer Information to any marketing function employees. By completing the training program, each employee affirms his or her understanding of the Standards of Conduct and the requirement not to act as a conduit for sharing Protected Customer Information with any marketing function employees.

3. As part of the training program, employees are encouraged to contact the Compliance Officer with any questions regarding the inadvertent disclosure of Protected Information or Protected Customer Information to marketing function employees.

4. In the event of a disclosure of non-public transmission function information contrary to the provisions of §358.6 (No Conduit Rule), Transmission Providers immediately post the information that was disclosed on their Internet Web site.

5. In the event of a disclosure of Protected Customer Information contrary to the provisions of §358.6 (No Conduit Rule), Transmission Providers immediately post the notice that the information was disclosed on their Internet Web site.

B. Voluntary consent provision

1. Transmission Providers may obtain voluntary consent in writing by a transmission customer to allow the Transmission Providers to disclose the transmission's customer's non-public information to the transmission provider's marketing function employees. If the transmission customer permits Transmission Providers to disclose this information to their marketing function employees, then Transmission Providers post notice of the consent on their Internet Web sites along with a statement that they did not provide any preferences, operational or rate related, in exchange for the voluntary consent. It is Transmission Providers' standard practice to post the consent prior to the information being given.

2. Prior to providing a marketing function employee with shipper information, the marketing function employee must provide the Compliance Officer with a copy of the agency agreement where voluntary consent for the Transmission Provider to provide shipper information is given or a letter from the shipper stating voluntary consent has been given. If a customer is requesting that its information be given to a marketing affiliate employee, then the customer must provide Transmission Provider with a letter of consent.

C. Posting written procedures on the public internet

1. Transmission Providers have posted these written procedures on their public Internet Web sites implementing the Standards of Conduct by December 27, 2008.

D. Identification of affiliate information on the public Internet.

1. Transmission Providers have identified and posted on their Internet Web sites the names and addresses of all its affiliates that employ or retain marketing function employees by December 27, 2008.

2. Transmission Providers have identified and posted on their Internet Web sites on by December 27, 2008, a complete list of the employee staffed facilities shared by any of the Transmission Providers' transmission function employees and marketing function employees. These lists include the types of facilities shared and the addresses of the facilities.

3. Transmission Providers post information concerning potential merger partners as affiliates that may employ or retain marketing function employees within seven days after the potential merger is announced. Its employees with such information are instructed to notify the Compliance Officer about information pertaining to potential merger partners that will employ or retain marketing function employees upon consummation of the merger. The Compliance Officer is responsible for ensuring that the merger-related information is posted in a timely manner.

E. Identification of employee information on the public Internet.

1. Transmission Providers have posted on their Internet Web sites the job titles and job descriptions of its transmission function employees by December 27, 2008.

2. Transmission Providers post notice on their Internet Web sites any transfer of a transmission function employee to a position as a marketing function employee, or any transfer of a marketing function employee to a position as a transmission function employee. Any information so posted remains on their Internet Wed site for 90 days. Information to be posted includes the name of the transferring employee, the respective titles held while performing each function, and the effective date of the transfer.

3. Employees of Transmission Providers are not prohibited from transferring among such functions as long as such transfers are not used to circumvent the Standards of Conduct. Transmission Providers do not engage in the practice of cycling employees.

4. To prevent the cycling of employees between Transmission Providers' marketing function employees and their transmission function employees, Transmission Providers track information related to proposed employee transfers, including, but not limited to, the name of the employee to be transferred, the employee's current job title, a description of the employee's current job duties, the employee's future job title, and a description of the employee's future job duties, All transfers of employees between marketing functions and transmission functions will be reviewed in advance by the Compliance Officer, who assesses whether the transfer is permissible under the Standards of Conduct.

5. The Compliance Officer posts, deletes, or revises, as applicable, any posting required under the Standards of Conduct that is affected by any

employee transfer. Employee transfers will be posted on the applicable Transmission Provider's Internet website within seven days of the effective date of such transfer.

F. Timing and general requirements of postings on the public Internet

1. Transmission Providers update their Internet Web sites the information required by part 358 within seven business days of any change, and they post the date on which the information was updated.

2. Through training, employees are aware of the posting requirements and have been instructed to notify the Compliance Officer of any triggering event. The Compliance Officer is responsible for ensuring the activity is posted in accordance with the Standards of Conduct.

3. All of Transmission Providers' Internet Web site postings are sufficiently prominent as to be readily accessible. On the Transmission Provider's public Web site, there is a prominent link for "FERC Info" where all information required to be posted is located.

G. Exclusion for and recordation of certain information exchanges.

1. Any exchange of non-public transmission information, as permissible under 18 C.F.R. § 358.7(h)(2), between Transmission Providers' transmission function employees and marketing function employees are captured contemporaneously via a written log or notes, voice recording, or e-mail. Transmission Providers retain these records for five years and such records are available to the Commission upon request.

V. Compliance Procedures – Implementation Requirements
(18 C.F.R. § 358.8(a)-(d))

A. Compliance Measures and Written Procedures

1. Transmission Providers have implemented measures to ensure the Independent Functioning requirement and the No Conduit rule are observed by their employees and by the employees of their affiliates. These measures include the distribution of these written procedures, the implementation of relevant policies and procedures, and the training of all employees per the Standards of Conduct.

2. Transmission Providers have distributed written procedures implementing the Standards of Conduct to all their transmission function employees, marketing function employees, officers, directors, supervisory employees,

and any other employees likely to become privy to transmission function information by November 27, 2008.

3. As required under Section 358.7(d) and Order No. 717, Transmission Providers posted on their Internet websites their written procedures for implementing the Standards of Conduct by December 27, 2008.

4. These Compliance Procedures are sufficiently detailed to enable customers and the Commission to determine that Transmission Providers came into compliance with the Standards of Conduct by December 27, 2008.

5. Transmission Providers will revise these Compliance Procedures as necessary.

B. Training and Compliance Personnel (18 C.F.R. § 358.8(c)

1. Transmission Providers have developed a computer based Standards of Conduct training program. Transmission Providers have trained Transmission Provider employees, including transmission function employees, marketing function employees, officers, directors, supervisory employees, and any other employees likely to become privy to transmission function information, regarding implementation of, and compliance with the Standards of Conduct prior to December 27, 2008. Further, Transmission Providers train contractors and new employees promptly after their employment date.

2. Employees who completed live training executed a certificate at the end of their training signifying that such employees participated in the training. Completion of the computer-based training program generates a record indicating whether the individual successfully completed the computer-based training program.

3. Employees subject to the training requirements will receive annual Standards of Conduct training as required by Order 717 and periodic training as changes in the Standards of Conduct and clarifications in case law may warrant.

4. Transmission Providers have designated Tamara Meyer as their Chief FERC Compliance Officer: Tamara Meyer, Enbridge Energy Company Inc., 1100 Louisiana, Suite 3300, Houston, Texas 77002, (832) 214-9327 tamara.meyer@enbridge.com. This information is also posted on Transmission Providers' Internet Web sites.

5. Ms. Meyer is the contact for Commission staff for Transmission Providers' Standards of Conduct compliance issues.

6. The Compliance Officer is responsible for supervising the implementation of the Standards of Conduct, monitoring ongoing compliance, and establishing, effecting and maintaining the employee training program required by 18 C.F.R. § 358.8 (c)(1). The Compliance Officer also provides guidance and direction to employees, and answers any employee questions regarding the Standards of Conduct. The Compliance Officer is directly involved in the daily operation of the pipelines. Consequently, the Compliance Officer is able to directly monitor employee compliance with the Standards of Conduct.

C. Books and Records (18 C.F.R. § 358.8(d)

1. Transmission Providers currently maintain their books of account and records separately from those of their affiliates that employ or retain marketing function employees and keep these available for Commission inspection. Transmission Providers will continue to do so.